AMENDMENT #12

CONTRACT #000000000000000000018314

This is an amendment to the Contract (the "Contract") entered into by and between the Indiana Family and Social Services Administration, Office of Medicaid Policy and Planning (the "State" or "FSSA" or "OMPP") and MDwise, Inc. (the "Contractor"), dated January 18, 2017.

In consideration of the mutual undertakings and covenants hereinafter set forth, the parties agree as follows:

The Contract for providing risk-based managed care services to Medicaid beneficiaries enrolled in the State of Indiana's Healthy Indiana Plan program is hereby amended to update Exhibit 10.J.

Exhibit 10.J., which lists the State's Capitation Rates for Healthy Indiana Plan, is superseded and replaced by **Exhibit 10.K.**, which is attached hereto and incorporated herein.

The consideration of this Contract is unchanged. However, due to a previous rounding issue, the total remuneration under the Contract is hereby clarified as not to exceed **\$5,552,787,104.82**.

All matters set forth in the original Contract and not affected by this Amendment shall remain in full force and effect.

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Non-Collusion and Acceptance

The undersigned attests, subject to the penalties for perjury, that the undersigned is the Contractor, or that the undersigned is the properly authorized representative, agent, member or officer of the Contractor. Further, to the undersigned's knowledge, neither the undersigned nor any other member, employee, representative, agent or officer of the Contractor, directly or indirectly, has entered into or been offered any sum of money or other consideration for the execution of this Contract other than that which appears upon the face hereof. Furthermore, if the undersigned has knowledge that a state officer, employee, or special state appointee, as those terms are defined in IC § 4-2-6-1, has a financial interest in the Contract, the Contractor attests to compliance with the disclosure requirements in IC § 4-2-6-10.5.

Agreement to Use Electronic Signatures

I agree, and it is my intent, to sign this Contract by accessing State of Indiana Supplier Portal using the secure password assigned to me and by electronically submitting this Contract to the State of Indiana. I understand that my signing and submitting this Contract in this fashion is the legal equivalent of having placed my handwritten signature on the submitted Contract and this affirmation. I understand and agree that by electronically signing and submitting this Contract in this fashion I am affirming to the truth of the information contained therein. I understand that this Contract will not become binding on the State until it has been approved by the Department of Administration, the State Budget Agency, and the Office of the Attorney General, which approvals will be posted on the Active Contracts Database: https://fs.gmis.in.gov/psp/guest/SUPPLIER/ERP/c/SOI CUSTOM APPS.SOI PUBLIC CNTRCTS.GBL

In Witness Whereof, the Contractor and the State have, through their duly authorized representatives, entered into this Contract. The parties, having read and understood the foregoing terms of this Contract, do by their respective signatures dated below agree to the terms

thereof.

MDwise, Inc.

By: Jussica Cromur

BC20AA0D8D774AB...

Title: President and CEO

Date: 12/11/2020 | 12:53 EST

Indiana Family & Social Services Administration, Office of Medicaid Policy & Planning

By: DocuSigned by:

3C2ABD79A80D498

Title: Medicaid director

Date: 12/11/2020 | 13:11 EST

Electronically Approved by:
Indiana Office of Technology

By: (for)
Tracy E. Barnes, Chief Information Officer

Electronically Approved by:
Lesley A. Crane, Commissioner

Electronically Approved by:
State Budget Agency

By: (for)
Zachary Q. Jackson, Director

Electronically Approved as to Form and Legality by:
Office of the Attorney General

By: (for)
Curtis T. Hill Jr., Attorney General

Actuarial Certification:

The actuarial certification for each Contract year is incorporated in this Contract by reference. Actuarial certifications or amendments to certifications that have been signed by contracted entities and approved by CMS will be considered binding on all parties. As a matter of convenience, rates and other information from the certification are reproduced in this section of the Contract, but the certifications generally contain additional detail that should also be considered a part of this Contract.

Note on Capitation Rates:

The capitation rates listed in this exhibit shall apply for the rating periods January 1, 2017 through December 31, 2020.

Note on Rates and Rate Adjustment:

To the extent covered benefits or State-directed fee schedules are adjusted, capitation rates will be subject to revision in order to reflect the required program change. Future capitation rates will also be adjusted each year to reflect new base year data.

From time to time the State may adjust other fee schedules related to covered services for which reimbursement is not State-directed, as defined in 42 CFR 438.6(c)(iii), under this Contract. Where reimbursement is not State-directed, the Contractor may negotiate separate and distinct reimbursement with service providers, constrained only by other Contract provisions, such as access requirements. Should the State change these other fee schedules, there will be no related capitation rate adjustment.

Note on Risk and Acuity Adjustment:

Each Contractor's rates are adjusted based on the morbidity of their enrolled members, using either risk or acuity adjustment for each contract year. For years in which risk adjustment is employed, total payments by FSSA will be cost neutral.

FSSA reserves the right to change risk adjustment models and tools. Risk scores are calculated separately for each major rate grouping, using an aggregate approach, and are applied to age / gender specific rates. FSSA reserves the right to adjust rates retrospectively. Members enrolled for less than six (6) months were risk adjusted according to each Contractor's average risk adjustment factor.

Note on Retroactive Acuity Adjustment:

For the initial HIP CY 2020 rates, Contractor-specific acuity adjustment was applied to the rates instead of the typical budget neutral risk adjustment. Each Contractor's initial CY 2020 rates were adjusted based on this acuity adjustment. In this amendment, these rates were adjusted further to reflect an updated, retroactive Contractor-specific acuity adjustment, based on the morbidity of the Contractor's enrolled members in March 2020. This acuity adjustment process is described in further detail in the CY 2020 HIP rate certification report.

Note on Incentive Payment Withholding:

The capitation rates listed in this exhibit do not reflect any withhold amounts. FSSA will withhold a portion of the approved capitation payments from the Contractor on the following schedule:

Year 1, 2017 – one point eight two percent (1.82%)

- Year 2, 2018 two point zero five percent (2.05%)
- Year 3. 2019 two point zero five percent (2.05%)
- Year 4, 2020 two point zero five percent (2.05%)
- Year 5, 2021 two point zero five percent (2.05%)
- Year 6, 2022 four point five six percent (4.56%)

The Contractor may be eligible to receive some or all of the withheld funds based on Contractor's performance in the areas outlined in Section B.4.a of Contract Exhibit 4. Withhold payments will be calculated as set forth in Section B.4.a of Contract Exhibit 4.

Note on Section 9010 Health Insurer Fees:

Actuarial soundness requires all applicable fees and taxes be reflected in the rates. This includes the health insurer fee (HIF) implemented under Section 9010 of the Affordable Care Act. FSSA will adjust capitation rates both retrospectively and prospectively to reflect any HIF paid during the contract year and associated income taxes. FSSA intends retroactive HIF adjustments to be a uniform percentage increase to the rates, to be applied to the entire rating period. The amount of the adjustment will be determined after the actual amount of the HIF is known.

Note on Risk Corridor:

For calendar year 2020 the State is implementing a two-sided risk corridor around the benefit cost portion of per member per month capitation rates. This risk corridor calculation shall be calculated separately for each Contractor, by program and year. The Contractor shall retain at most two percent (2%) of the overall gains or losses. The Contractor is at full risk for the first one point five percent (1.5%) of gains or losses. For gains and losses over one point five percent (1.5%) and up to two point five percent (2.5%) the State and Contractor shall share the risk evenly. Gains or losses above the first two point five percent (2.5%) revert to the State.

The targeted benefit cost shall be calculated by the State for each Contractor by program and year. The targeted benefit cost shall be calculated according to the method described in the actuarial certification for each applicable Contract year incorporated in this Contract by reference.

The actual benefit cost incurred by the Contractor shall include all regular medical expenditures in the encounter data. For sub-contracted services, only the amount paid to providers may be included; sub-contracted administrative costs are excluded. Expenditures will be evaluated net of selected costs, including third-party liability, pharmacy supplemental rebates, and net reinsurance recoveries. Benefit costs do not include non-encounterable data.

A reconciliation, to be calculated and finalized at the sole discretion of the State, will compare the actual per member per month benefit cost incurred by the Contractor to the targeted benefit cost, and result in a per member per month amount. The dollar value of the remittance is the product of the per member per month amount and the Contractor's calendar year member months.

The State shall perform an interim reconciliation of the calendar year 2020 risk corridor using claim experience with dates of service from January through June of calendar year 2020, allowing for runout through September 30, 2020. A full reconciliation of calendar year 2020 dates of service will occur using claim experience with runout through September 30, 2021.

In this exhibit:

- The CY 2018 and CY 2020 rates include an adjustment that was made for the HIF
- The CY 2017 and CY 2019 rates do not include an adjustment for the HIF. It is not anticipated that the rates will be adjusted for HIF, since the fee was suspended for these years

Note on Calendar Year 2017 Capitation Rates:

No further adjustments to the Calendar Year 2017 capitation rates are anticipated.

2017 Healthy Indiana Plan Capitation Rates Effective January 1, 2017-March 31, 2017

All rates before adjustment for 1.82% withhold and after risk adjustment.

State Plan Benefits Package

Male – Basic	
19 – 24	\$ 90.32
25 – 34	165.11
35 - 44	213.47
45 and Over	303.66

Female – Basic	
19 – 24	\$ 88.97
25 - 34	176.47
35 - 44	272.31
45 and Over	351.68

Male – Plus	
19 - 24	\$ 189.59
25 - 34	298.94
35 - 44	447.86
45 and Over	615.47

Female – Plus	
19 - 24	\$ 156.00
25 - 34	320.26
35 - 44	524.70
45 and Over	668.15

Male – Basic	
19 – 24	\$ 66.22
25 - 34	131.62
35 - 44	189.03
45 - 54	286.30
55 - 64	304.44

Female – Basic	
19 - 24	\$ 64.78
25 - 34	99.49
35 - 44	164.33
45 - 54	286.02
55 - 64	252.42

Male – Plus	
19 - 24	\$ 129.38
25 - 34	214.53
35 - 44	300.07
45 - 54	484.77
55 – 64	498.23

Female – Plus	
19 - 24	\$ 135.48
25 - 34	204.72
35 - 44	344.15
45 - 54	481.95
55 - 64	492.96

Other HIP Groups

Medically Frail - Basic	\$ 678.76
Medically Frail - Plus	\$ 1,322.41
Pregnant Females - State Plan	\$ 567.24
Pregnant Females - HIP	\$ 493.33
Maternity Case Rate - State Plan	\$ 7,241.76
Maternity Case Rate - HIP	\$ 7,774.16
Hospital Presumptive Eligibility	\$ 1,240.33

2017 Healthy Indiana Plan Capitation Rates Effective April 1, 2017-June 30, 2017

All rates before adjustment for 1.82% withhold and after risk adjustment.

State Plan Benefits Package

Male – Basic	
19 – 24	\$ 89.67
25 – 34	165.18
35 - 44	208.75
45 and Over	295.85

Female – Basic	
19 – 24	\$ 83.81
25 - 34	169.57
35 - 44	263.15
45 and Over	345.15

Male – Plus	
19 - 24	\$ 186.08
25 - 34	292.76
35 - 44	437.66
45 and Over	596.87

Female – Plus	
19 - 24	\$ 145.89
25 - 34	304.81
35 - 44	505.78
45 and Over	644.55

Male – Basic	
19 – 24	\$ 66.71
25 - 34	131.57
35 - 44	190.09
45 - 54	293.14
55 - 64	316.86

Female – Basic	
19 - 24	\$ 62.15
25 - 34	96.10
35 - 44	160.99
45 - 54	280.88
55 - 64	253.92

Male – Plus	
19 - 24	\$ 126.69
25 - 34	208.20
35 - 44	294.40
45 - 54	478.96
55 – 64	493.16

Female – Plus	
19 - 24	\$ 129.38
25 - 34	193.45
35 - 44	328.89
45 - 54	462.75
55 - 64	480.15

Other HIP Groups

Medically Frail - Basic	\$ 674.43
Medically Frail - Plus	\$ 1,281.91
Pregnant Females - State Plan	\$ 536.17
Pregnant Females - HIP	\$ 470.03
Maternity Case Rate - State Plan	\$ 8,133.06
Maternity Case Rate - HIP	\$ 8,663.99
Hospital Presumptive Eligibility	\$ 1,261.74

2017 Healthy Indiana Plan Capitation Rates Effective July 1, 2017-December 31, 2017

All rates before adjustment for 1.82% withhold and after risk adjustment.

State Plan Benefits Package

Male -	- Basic
19 – 24	\$ 96.55
25 – 34	179.77
35 - 44	228.32
45 and Over	324.63

Female – Basic	
19 – 24	\$ 93.58
25 - 34	186.75
35 - 44	288.92
45 and Over	377.38

Male – Plus	
19 - 24	\$ 197.59
25 - 34	315.57
35 - 44	471.31
45 and Over	648.50

Female – Plus	
19 - 24	\$ 160.78
25 - 34	331.86
35 - 44	546.46
45 and Over	700.26

Male – Basic	
19 – 24	\$ 71.77
25 - 34	143.38
35 - 44	207.02
45 - 54	316.80
55 - 64	343.00

Female – Basic	
19 - 24	\$ 69.30
25 - 34	107.05
35 - 44	177.41
45 - 54	309.14
55 - 64	277.60

Male – Plus	
19 - 24	\$ 136.40
25 - 34	225.59
35 - 44	319.30
45 - 54	519.97
55 – 64	539.42

Female – Plus	
19 - 24	\$ 141.75
25 - 34	212.22
35 - 44	360.82
45 - 54	506.61
55 - 64	524.65

Other HIP Groups

Medically Frail - Basic	\$ 729.14
Medically Frail - Plus	\$ 1,387.17
Pregnant Females - State Plan	\$ 579.84
Pregnant Females - HIP	\$ 505.29
Maternity Case Rate - State Plan	\$ 8,578.71
Maternity Case Rate - HIP	\$ 9,108.90
Hospital Presumptive Eligibility	\$ 1,382.29

Note on Calendar Year 2018 Capitation Rates (Planned Future Rate Adjustments):

No further adjustments to the Calendar Year 2018 capitation rates are anticipated.

2018 Healthy Indiana Plan Capitation Rates Effective January 1, 2018-July 31, 2018

All rates before adjustment for 2.05% withhold and after risk adjustment.

State Plan Benefits Package

Male – Basic	
19 – 24	\$ 139.34
25 – 34	162.35
35 - 44	227.79
45 and Over	303.09

Female – Basic	
19 – 24	\$ 124.26
25 - 34	198.15
35 - 44	281.75
45 and Over	409.46

Male – Plus	
19 - 24	\$ 255.22
25 - 34	320.24
35 - 44	509.90
45 and Over	652.96

Female – Plus	
19 - 24	\$ 202.72
25 - 34	391.71
35 - 44	598.89
45 and Over	721.91

Male – Basic	
19 – 24	\$ 97.96
25 - 34	162.26
35 - 44	227.84
45 - 54	335.97
55 - 64	394.52

Female – Basic	
19 - 24	\$ 96.17
25 - 34	136.31
35 - 44	181.07
45 - 54	289.06
55 - 64	282.40

Male – Plus	
19 - 24	\$ 187.05
25 - 34	279.07
35 - 44	356.50
45 - 54	532.87
55 – 64	553.30

Female – Plus	
19 - 24	\$ 175.65
25 - 34	242.78
35 - 44	383.54
45 - 54	529.07
55 - 64	532.31

Other HIP Groups

Medically Frail - Basic	\$ 782.47
Medically Frail - Plus	\$ 1,382.78
Pregnant Females - Composite	\$ 616.30
Maternity Case Rate - Composite	\$ 7,532.55
Hospital Presumptive Eligibility	\$ 1,445.66

2018 Healthy Indiana Plan Capitation Rates Effective August 1, 2018-December 31, 2018

All rates before adjustment for 2.05% withhold and after risk adjustment.

State Plan Benefits Package

Male – Basic	
19 – 24	\$ 147.88
25 – 34	172.48
35 - 44	241.71
45 and Over	321.47

Female – Basic	
19 – 24	\$ 129.74
25 - 34	210.01
35 - 44	297.30
45 and Over	436.38

Male – Plus	
19 - 24	\$ 262.99
25 - 34	335.71
35 - 44	535.49
45 and Over	685.16

Female – Plus	
19 - 24	\$ 211.84
25 - 34	410.46
35 - 44	629.11
45 and Over	759.66

Male – Basic	
19 - 24	\$ 103.37
25 - 34	173.92
35 - 44	245.99
45 - 54	365.68
55 - 64	427.35

Female – Basic	
19 - 24	\$ 101.59
25 - 34	145.41
35 - 44	193.49
45 - 54	311.52
55 - 64	304.44

Male – Plus	
19 - 24	\$ 194.67
25 - 34	295.37
35 - 44	378.55
45 - 54	568.85
55 – 64	594.35

Female – Plus	
19 - 24	\$ 183.41
25 - 34	254.48
35 - 44	404.73
45 - 54	560.79
55 - 64	565.79

Other HIP Groups

Medically Frail - Basic	\$ 834.07
Medically Frail - Plus	\$ 1,457.08
Pregnant Females - Composite	\$ 643.38
Maternity Case Rate - Composite	\$ 8,326.60
Hospital Presumptive Eligibility	\$ 1,559.44

Note on Calendar Year 2019 Capitation Rates:

No further adjustments to the Calendar Year 2019 capitation rates are anticipated.

2019 Healthy Indiana Plan Capitation Rates Effective January 1, 2019-July 31, 2019

All rates before adjustment for 2.05% withhold and after risk adjustment.

State Plan Benefits Package

Male – Basic	
\$ 167.21	
189.85	
275.11	
535.27	

Female – Basic	
19 – 24	\$ 145.17
25 - 34	231.47
35 - 44	339.12
45 and Over	468.37

Male – Plus	
19 - 24	\$ 283.76
25 - 34	326.36
35 - 44	505.38
45 and Over	801.21

Female – Plus	
19 - 24	\$ 225.14
25 - 34	406.12
35 - 44	642.31
45 and Over	809.44

Male – Basic	
19 - 24	\$ 94.95
25 - 34	165.80
35 - 44	214.09
45 - 54	325.95
55 - 64	411.81

Female – Basic	
19 - 24	\$ 105.55
25 - 34	146.06
35 - 44	199.31
45 - 54	310.30
55 - 64	362.91

Male – Plus	
19 - 24	\$ 208.79
25 - 34	277.95
35 - 44	361.24
45 - 54	540.68
55 – 64	593.43

Female – Plus	
19 - 24	\$ 186.79
25 - 34	257.91
35 - 44	366.60
45 - 54	542.91
55 - 64	562.43

Other HIP Groups

Medically Frail - Basic	\$ 846.91
Medically Frail - Plus	\$ 1,421.36
Pregnant Females - Composite	\$ 594.91
Maternity Case Rate - Composite	\$ 8,760.15
Hospital Presumptive Eligibility	\$ 625.74

2019 Healthy Indiana Plan Capitation Rates Effective August 1, 2019-December 31, 2019

All rates before adjustment for 2.05% withhold and after risk adjustment.

State Plan Benefits Package

Male – Basic	
19 – 24	\$ 160.09
25 – 34	181.61
35 - 44	261.88
45 and Over	501.39

Female – Basic	
19 – 24	\$ 140.14
25 - 34	222.71
35 - 44	325.27
45 and Over	444.67

Male – Plus	
19 - 24	\$ 275.86
25 - 34	315.61
35 - 44	487.85
45 and Over	765.94

Female – Plus	
19 - 24	\$ 218.53
25 - 34	394.50
35 - 44	622.69
45 and Over	779.44

Male – Basic		
19 - 24	\$ 91.18	
25 - 34	157.53	
35 - 44	201.74	
45 - 54	304.48	
55 - 64	383.70	

Female – Basic	
19 - 24	\$ 102.37
25 - 34	139.93
35 - 44	190.84
45 - 54	294.87
55 - 64	341.90

Male – Plus		
19 - 24	\$ 201.92	
25 - 34	266.18	
35 - 44	344.60	
45 - 54	512.80	
55 – 64	560.14	

Female – Plus		
19 - 24	\$ 182.04	
25 - 34	249.83	
35 - 44	353.38	
45 - 54	520.77	
55 - 64	535.96	

Other HIP Groups

Medically Frail - Basic	\$ 808.68
Medically Frail - Plus	\$ 1,367.85
Pregnant Females - Composite	\$ 579.45
Maternity Case Rate - Composite	\$ 7,932.60
Hospital Presumptive Eligibility	\$ 594.44

Note on Calendar Year 2020 Capitation Rates:

The following rate adjustments have been reflected in this amendment and in the capitation rates documented in this section:

- Adjustment to reflect updates made to the State-directed inpatient hospital fee schedule for CY 2020
- Adjustment to reflect updates made to the State-directed outpatient hospital fee schedule for CY 2020
- Adjustment to reflect any State-directed Hospital Assessment Fee (HAF) fee schedule changes that become effective during CY 2020
- Adjustment to include reimbursement for the HIF
- Adjustment to update the acuity adjustment, based on the morbidity of the Contractor's enrolled members in March 2020
- Adjustment to the non-benefit costs, related to the COVID-19 pandemic
- Implementation of a retroactive risk corridor, related to the COVID-19 pandemic

No further adjustments to the Calendar Year 2020 capitation rates are anticipated.

2020 Healthy Indiana Plan Capitation Rates Effective January 1, 2020-July 31, 2020

All rates before adjustment for 2.05% withhold and after risk adjustment.

State Plan Benefits Package

Male – Basic		
19 – 24	\$ 156.12	
25 – 34	239.90	
35 - 44	415.20	
45 and Over	542.95	

Female – Basic		
19 – 24	\$ 169.52	
25 - 34	259.05	
35 - 44	381.49	
45 and Over	580.87	

Male – Plus		
iviale – Pius		
19 - 24	\$ 315.87	
25 - 34	415.06	
35 - 44	544.15	
45 and Over	783.41	

Female – Plus		
19 - 24	\$ 236.12	
25 - 34	392.35	
35 - 44	640.90	
45 and Over	839.27	

Male – Basic		
19 - 24	\$ 91.02	
25 - 34	133.13	
35 - 44	185.19	
45 - 54	278.73	
55 - 64	353.42	

Female – Basic		
19 - 24	\$ 92.03	
25 - 34	129.61	
35 - 44	183.64	
45 - 54	288.86	
55 - 64	306.22	

Male – Plus		
19 - 24	\$ 163.99	
25 - 34	212.85	
35 - 44	273.29	
45 - 54	391.34	
55 – 64	458.11	

Female – Plus		
19 - 24	\$ 158.89	
25 - 34	209.35	
35 - 44	296.96	
45 - 54	452.89	
55 - 64	464.56	

Other HIP Groups

Medically Frail - Basic	\$ 824.30
Medically Frail - Plus	\$ 1,272.05
Pregnant Females - Composite	\$ 579.18
Maternity Case Rate - Composite	\$ 8,191.92

2020 Healthy Indiana Plan Capitation Rates Effective August 1, 2020-December 31, 2020

All rates before adjustment for 2.05% withhold and after risk adjustment.

State Plan Benefits Package

Male – Basic		
19 – 24	\$ 172.52	
25 – 34	252.08	
35 - 44	418.39	
45 and Over	576.37	

Female – Basic		
19 – 24	\$ 179.42	
25 - 34	267.37	
35 - 44	393.57	
45 and Over	574.01	

Male – Plus		
19 - 24	\$ 332.63	
25 - 34	422.78	
35 - 44	558.08	
45 and Over	798.02	

Female – Plus		
19 - 24	\$ 237.24	
25 - 34	395.62	
35 - 44	650.23	
45 and Over	850.62	

Male – Basic		
19 - 24	\$ 93.82	
25 - 34	136.65	
35 - 44	196.07	
45 - 54	292.89	

Female – Basic		
19 - 24 \$ 96.26		
25 - 34	136.74	
35 - 44	194.99	
45 - 54	305.30	

55 - 64	362.84	55 - 64	325.19

Male – Plus		
19 - 24	\$ 158.71	
25 - 34	212.97	
35 - 44	283.22	
45 - 54	401.77	
55 – 64	474.13	

Female – Plus		
19 - 24	\$ 161.95	
25 - 34	213.06	
35 - 44	303.13	
45 - 54	463.10	
55 - 64	472.80	

Other HIP Groups

Medically Frail - Basic	\$ 840.35
Medically Frail - Plus	\$ 1,249.41
Pregnant Females - Composite	\$ 617.78
Maternity Case Rate - Composite	9,742.95